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GRANTED
for 60 days
JAN 30 2014

January 16, 2014

Competition Policy Division
Wireline Competition Bureau

William D. Sever

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, NW
Washington, DC 20554

Re: WC Docket 13-322; Application for Consent to a Transaction Resulting in a Transfer of Control of a Company Holding Blanket Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended; **Request for Special Temporary Authority**

Dear Ms. Dortch:

On December 31, 2013, Peerless Network, Inc. ("Peerless") and IntelPeer, Inc. ("IntelPeer" and, with "Peerless," the "Applicants") filed the above-referenced application ("Application") for approval of a transaction in which ownership of IntelPeer was transferred to Peerless. By this Letter, Applicants request Special Temporary Authority ("STA") to allow IntelPeer to continue operations under current ownership during the pendency of the Application.

As explained in the Application, on November 29, 2013 (the "Closing Date"), Peerless acquired all of the common shares of stock in IntelPeer. As a result of this Transaction ("Transaction"), IntelPeer became a wholly-owned direct subsidiary of Peerless.

The Transaction

IntelPeer is a Delaware corporation formed on October 31, 2008, with principal offices located in San Mateo, CA. IntelPeer offers communications services using fully managed, hosted, on-demand peering infrastructure to directly exchange voice traffic over traditional TDM networks, as well as over IP, between any application and any telephony device. IntelPeer

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holds blanket domestic Section 214 authority from the Commission.¹ IntelPeer is also authorized to provide local exchange telecommunications services and intrastate interexchange services in forty-five (45) states, and the District of Columbia.²

Peerless, through operating subsidiaries, is a competitive local exchange carrier that provides interconnection services through the United States. Based in Chicago, Illinois, Peerless relies on IP technology to provide signaling and call setup support for calls originating, terminating or traversing its network, and operates as a CLEC, competitive tandem provider and long distance company throughout the United States. Peerless holds certification to provide telecommunications services in 33 states and the District of Columbia. Peerless also holds blanket domestic Section 214 authority as well as international Section 214 authority, granted in FCC File No. ITC-214-20080304-00146, to operate as a global or limited global facilities-based and resale carrier.

On November 29, 2013, Peerless and IntelPeer entered into an Agreement whereby Peerless agreed to purchase all of the membership interests in IntelPeer, including transfer of IntelPeer customer accounts, employees and network equipment. Pursuant to prior filings with the Commission, IntelPeer transferred certain non-regulated assets into an affiliated IntelPeer entity, IntelPeer Cloud Communications LLC ("IntelPeer Cloud"), prior to closing the Transaction. IntelPeer also transferred its international 214 authority to IntelPeer Cloud. The Transaction was then consummated and Peerless took control of IntelPeer on the Closing Date. Organizational charts for IntelPeer and Peerless prior to and following the Transaction are provided in **Attachment 1**.

Applicants regret that they were compelled to close without approval; however, IntelPeer was experiencing exigent financial issues, making the immediate transition of IntelPeer to Peerless critical to ensure continuity of uninterrupted service to IntelPeer's customers. By expediting the transaction, the parties ensured that IntelPeer received direct access to Peerless resources in order to resolve the situation without any adverse effect upon customers. Peerless and IntelPeer now seek to rectify the situation as quickly as possible and understand that obtaining temporary authority is a threshold step towards that resolution.

¹ IntelPeer was granted international Section 214 authority in FCC File No. ITC-214-20030529-00263, to operate as a global or limited global facilities-based and resale carrier. As explained in the Application, this authority was assigned to an affiliate prior to the closing of the Transaction. Post-close, IntelPeer may provide international services pursuant to the Peerless Section 214 license.

² IntelPeer holds authorizations in all states except Alaska, Indiana, Maine, North Dakota and South Carolina. In Virginia, IntelPeer provides these services through a wholly-owned subsidiary, IntelPeer of Virginia, Inc.

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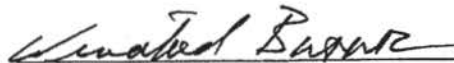
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Good cause exists for grant of this request. Both Peerless and IntelePeer provide quality telecommunications services to carrier customers throughout the United States. Grant of this request for STA pending resolution of the Application will enable the Applicants to continue to provide these services without interruption or other adverse effects upon those customers. Applicants understand and expressly acknowledge that grant of this request will not prejudice action by the Commission on the underlying domestic Section 214 Application and, moreover, that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Applicants request that the STA be granted for a period of sixty (60) days to permit the Commission to complete its processing of the pending domestic Section 214 Application.

If there are any questions regarding this request, please contact me at (202) 342-8819 or via email at wbrantl@kelleydrye.com.

Respectfully,



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Counsel for Applicants

Attachment

cc: J. May
D. Johnson
T. Wilson
M. Charles

DECLARATION

I, John Barnicle, President and Chief Executive Officer of Peerless Network, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Request for Special Temporary Authority," and that the information contained therein is true and accurate to the best of my knowledge, information and belief.

Date: January 15, 2014

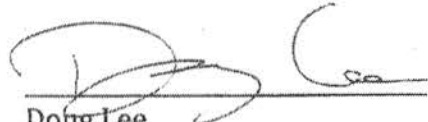


John Barnicle
President and Chief Executive Officer

DECLARATION

I, Doug Lee, Chief Financial Officer of IntelePeer, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Request for Special Temporary Authority," and that the information contained therein is true and accurate to the best of my knowledge, information and belief.

Date: January 15 2014

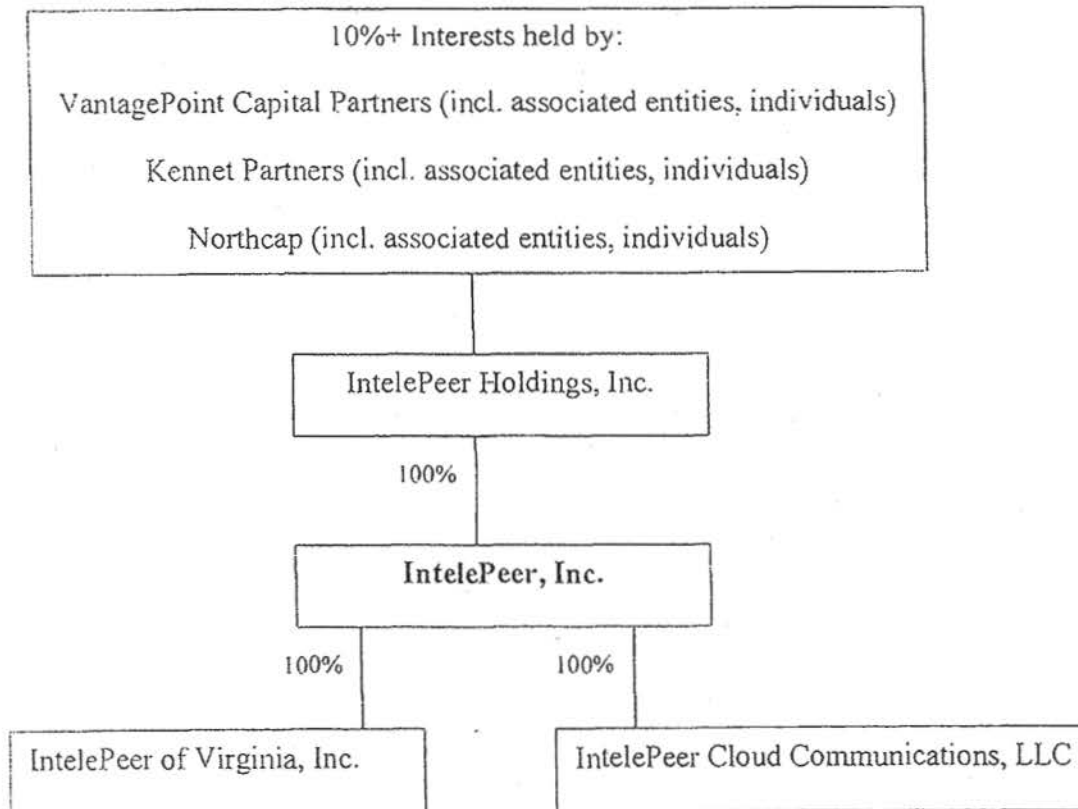


Doug Lee
Chief Financial Officer

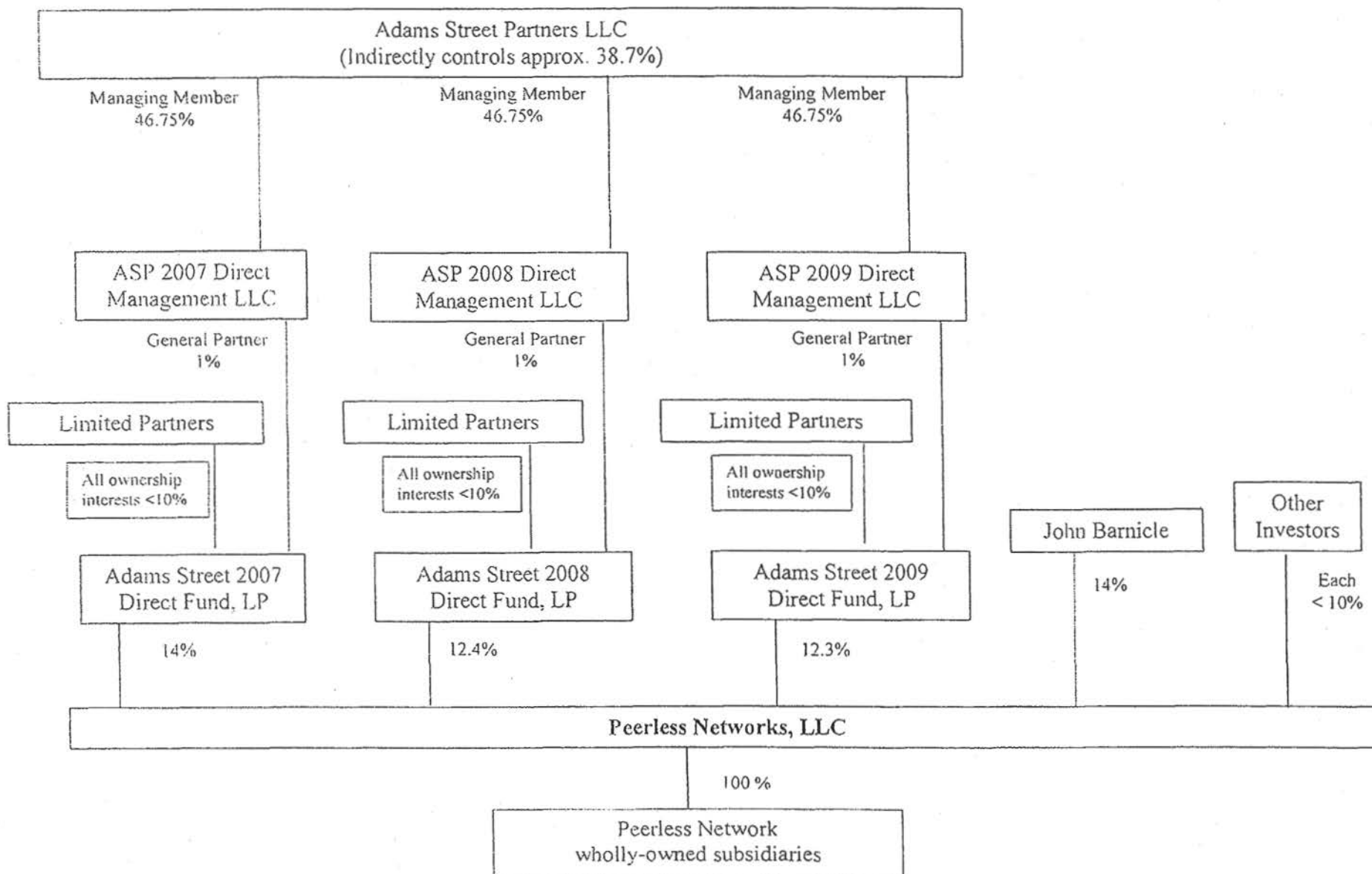
Attachment 1

Pre-close & Post-close Corporate Organization Charts

IntelPeer, Inc. Ownership
Pre-close



Peerless Network, Inc. Ownership Pre-Close



**Peerless Network, Inc. & Intelepeer, Inc. Ownership
Post-Close**

